

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ANNE DE LACOUR, ANDREA WRIGHT,
and LOREE MORAN individually and on
behalf of all others similarly situated,

Plaintiffs,

v.

COLGATE-PALMOLIVE CO., and
TOM'S OF MAINE INC.,

Defendants.

16 Civ. 8364 (RA)(AJP)

DECLARATION OF JULIE SPRAGUE

I, Julie Sprague, hereby declare and state as follows:

1. I am Stewardship Manager for Defendant Tom's of Maine, Inc. ("Tom's"), 2 Storer Drive, Suite 302, Kennebunk, Maine. I am submitting this declaration in support of Defendants' Opposition to Plaintiffs' Motion for Class Certification, Appointment of Class Representatives, and Appointment of Class Counsel. This declaration is based upon my personal knowledge, review of relevant documents, and discussions with other Tom's employees. If called upon to do so, I would testify consistently herewith.

2. Tom and Kate Chappell founded Tom's in 1970. Tom's was one of the first companies to offer personal care products free from artificial flavors, fragrances, colors and preservatives. Today, Tom's offers a variety of personal care products, including toothpaste, deodorant, mouthwash, shampoo, soap, and body wash.

3. The Tom's Stewardship Model sets guidelines to ensure that Tom's products meet its standards for natural, sustainable, and responsible.

4. In accordance with the Stewardship Model, Tom's standards for natural include the following: (a) ingredients sourced and derived from nature; (b) formulas free of artificial flavors, fragrances, colors, sweeteners and preservatives; (c) ingredient processing that supports Tom's philosophy of human and environmental health; (d) products free from animal ingredients with the exception of some bee products; and (e) ingredients and products not tested on animals.

5. In addition (and again in accordance with the Stewardship Model), Tom's standards for sustainable include: (a) prioritizing the use of recycled and renewable materials; (b) striving to reduce packaging waste through recyclability and biodegradability; (c) supporting the use of sustainable growing and harvesting practices; and (d) working to minimize the total environmental impact of Tom's supply chain.

6. Finally, Tom's standards for responsible as set by the Stewardship Model include: (a) delivering value to Tom's consumers; (b) providing sufficient research conducted to show safety and efficacy; (c) providing complete transparency about the purpose and source of the ingredient; (d) using ingredients sourced from suppliers that respect human and labor rights; (e) honesty in all claims made for ingredients, packaging, and products; and (f) conforming to the requirements of regulatory authorities and other professional organizations with which Tom's partners.

7. Under the Stewardship Model, Tom's personal care products use "naturally sourced" and "naturally derived" ingredients.

8. An ingredient is "naturally sourced" when it is used in a form that has not changed much from how it occurs in the identified source material. For example, the peppermint oil that Tom's uses in its products has been removed and concentrated but it is otherwise much the same as it would be found in peppermint leaves.

9. An ingredient is “naturally derived” if it is naturally occurring and has been modified through additional processing. This is generally done to improve its safety or efficacy. For example, silica undergoes processing to improve its safety because it is too abrasive in its natural state.

10. Any processing of ingredients is also done pursuant to the Stewardship Model, and must involve material of plant or mineral origin and cannot result in the creation of synthetic ingredients. For example, although sodium lauryl sulfate (“SLS”) can be derived from petroleum-based sources, Tom’s uses SLS entirely derived from coconut and/or palm kernel oil. The propylene glycol Tom’s uses is produced via a catalytic process called hydrogenolysis, which involves a reaction between glycerin (obtained from vegetable sources) and hydrogen that takes place at high temperatures and pressures.

11. Tom’s is transparent about the ingredients used in its products, as any consumer can visit Tom’s website to learn what Tom’s means by “naturally sourced” and “naturally derived” ingredients, the role of each ingredient, the manner in which the ingredient was processed (if any), and potential alternatives to certain ingredients.

12. Tom’s does not have records of potential class members because third-party retailers primarily sell Tom’ products.

I declare under penalty of perjury that the foregoing is true and correct, pursuant to 28 U.S.C. § 1746. Executed on the 24th day of September, 2018.

/s/

Julie Sprague